

# NORTH BEACON HILL COUNCIL

3801 Beacon Avenue South, Seattle, Washington 98108

## ARTICLES OF INCORPORATION OF NORTH BEACON HILL COUNCIL

The undersigned in order to form a nonprofit corporation under the Washington Nonprofit Corporation Act, Chapter 24.03 of the Revised Code of Washington, hereby executes the following Articles of Incorporation.

### ARTICLE I NAME

The name of this corporation is North Beacon Hill Council

### ARTICLE II DURATION

The duration of the corporation shall be perpetual.

### ARTICLE III PURPOSES AND POWERS

3.1 General purposes. The corporation is organized exclusively for charitable, scientific, literary or educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1996, as hereinafter amended (the "Code"). The corporation shall make expenditures directly for the purpose of carrying out its exempt purposes or shall transfer funds to other organizations which are exempt from tax under Section 501(c)(3).

#### 3.2 Specific Purpose

3.2.1 To provide opportunities for community residents and business persons to participate in improvement activities and to provide an open and effective forum for citizen initiation, review and to make recommendations to the Seattle City Council and all other decision makers on matters as they relate to the people of the community.

3.2.2 Taking such other actions, either directly or through other organizations, as are consistent with these purposes and with its tax exempt status under Section 501(c)(3).

#### 3.3 Limitations

3.3.1 Nonprofit Status. The corporation shall not have or issue shares of stock. The corporation is not organized for profit, and no part of its net earnings shall inure to the benefit of, or be distributable to any member, director or officer of the corporation or any private individual, except that the corporation shall be authorized and empowered to pay reasonable compensation to its members, directors or officers for services rendered and to make payments and distributions in furtherance of the purposes of the corporation and subject to the limitations of Sections 3.3.2 and 3.3.3 hereof.

3.3.2 Distribution; Dissolution. No member, director or officer of the corporation, nor any private individual, shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the corporation or the winding up of its affairs. Upon such dissolution or winding up, after paying or making adequate provision for the payment of all the liabilities of the corporation, the assets shall be distributed as follows only to the recipient or recipients, to be selected by the Board of Directors, that would qualify for exemption as an organization described in Section 501(c)(3) of the Internal Revenue Code, as amended, or a successor statute.

### 3.3.3 Prohibited Activity

(a) No substantial part of the activities of the corporation shall be devoted to the carrying on of propaganda, or otherwise attempting to influence legislation except as may be permitted to Section 501(c)(3) organizations by the Code, and the corporation shall not participate in , or intervene in (including the publication or distribution of statements), any political campaign on behalf of any candidate for political office.

(b) Notwithstanding any other provisions of these Articles of Incorporation, the corporation shall not conduct or carry on activities not permitted to be conducted or carried on by any organization exempt from federal income tax under Section 501(c)(3) of the Code or by an organization, contributions to which are deductible under Section 170 (c)(2) of the Code.

(c)The corporation is prohibited from engaging in any act of self-dealing as defined in Section 4941(d) of the Code, from retaining any excess business holding as defined in Section 4943(c) of the Code which would subject the corporation to tax under Section 4944 of the Code, and from making any taxable expenditure as defined in Section 4945(d) of the Code. If Section 4942 of the Code is deemed applicable to the corporation, it shall make such distributions at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code.

3.4 Powers. In general, and subject to such limitations and conditions as are or may be prescribed by law, by these Articles of Incorporation, or by the corporation's Bylaws, the corporation shall have the authority: (a) to engage in any and all such activities as are incidental or conducive to the attainment of the purpose of the corporation set forth in Section 3.1 and 3.2, hereof, and (b) to exercise any and all powers authorized or permitted under any laws that are now, or hereafter may be, applicable or available to the corporation.

## **ARTICLE IV MEMBERS**

4.1 Membership. Any person may become a member of the corporation by virtue of his or her residing, owning property or owning or operating a business within the North Beacon Hill Community.

4.2 Voting. Any person who has attended a general meeting or committee meeting and signed an attendance sheet at a meeting within the last twelve (12) months will be allowed to vote on matters before the members. The members nominate persons to serve on the Board of Directors and vote in the election of the directors. The Board of Directors may elect honorary members through majority vote of the board. Any such person, firm or corporation who, by virtue of the contribution to the corporation, may be a candidate for honorary membership. Honorary members shall have no right to vote or to hold office.

## **ARTICLE V DIRECTORS**

5.1 Number and Election. The affairs of the corporation shall be managed by the Board. The specific number of directors, the qualifications, terms of office, manner of appointment, place and notice of meetings, and the powers and duties of directors shall be such as are prescribed by the laws of the corporation.

5.2 Initial Directors. The number of directors constituting the initial Board shall be ten (10). The names and addresses of the persons who are to serve as the initial directors are as follows:

Tana Chamberlain

Anne Compton

Debbie Elias

Doug Fraser

Janice Kennedy

Craig Lorch

Keith Murray

Roger Pence

Susan Sanders

Art Treffry

## **ARTICLE VI BYLAWS**

The Board shall have the power to adopt, amend, or repeal the Bylaws of the corporation.

## **ARTICLE VII REGISTERED OFFICE AND REGISTERED AGENT**

8.1 Director Liability. A director of the corporation shall not be personally liable to the corporation for monetary damages for conduct as a director, except for liability of the director: (a) for acts or omissions which involve intentional misconduct by the director or a knowing violation of laws by the director; (b) arising under Section 23B.08.310 of the Revised Code of Washington; or (c) for any transaction from which the director will personally receive a benefit in money, property, or services to which the director is not legally entitled. If the Washington Business Corporation Act is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of the director of the corporation shall be eliminated or limited to the fullest extent permitted by the Washington Business Corporation Act, as so amended. Any repeal or modification of this Section 8.1 shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.

8.2 Indemnification. The corporation has the power to indemnify, and to purchase and maintain insurance for, its directors, officers, trustees, employees, and other persons and agents, and (without

limiting the generality of the foregoing) shall indemnify its directors against all liability, judgements, damages, fines, settlements and expenses arising from or in connection with service for, employment by, or other affiliation with this corporation or other forms or entities to the maximum extent and under all circumstances permitted by law. Pursuant to Section 23B.08.560 of the Revised Code of Washington, any indemnification authorized or required by this Section 8.2 for liability that does not result from (i) acts or omissions finally adjudged to be intentional misconduct or a knowing violation of law, (ii) conduct that is finally adjudged to result in liability under Section 23B.08.310 of the Revised Code of Washington, or (iii) a transaction finally adjudged to have resulted in the indemnitee personally receiving a benefit in money, property or services to which the indemnitee was not legally entitled, shall not be subject to the limitations set forth in Section 23B.08.550 of the Revised Code of Washington, but shall be exclusively administered by the Board of Directors.

## **ARTICLE X INCORPORATOR**

The name and address of the incorporator of the corporation is: Nina A. Mendelson, 701 Fifth Avenue, Suite 6100, Seattle, Washington 98104-7098

EXECUTED this 1<sup>st</sup> day of March, 1993

Signed by Nina A. Mendelson

Incorporator

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## **CONSENT TO APPOINTMENT AS REGISTERED AGENT**

I, Nina A. Mendelson, hereby consent to serve as registered agent, in the state of Washington, for North Beacon Hill Council. I understand that as agent for the corporation, it will be my responsibility to receive service of process in the name of the corporation; to forward all mail to the corporation; and to immediately notify the office of the Secretary of State in the event of my resignation or of any change in the registered office address of the corporation for which I am agent.

Signed by Nina A. Mendelson

Incorporator

701 Fifth Avenue, Suite 6100

Seattle, Washington 98104-7098